

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,²) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) **Objection Deadline:** April 19, 2007,
 at 4:00 p.m. (prevailing eastern time)

**FEE DETAIL FOR LATHAM & WATKINS LLP'S MONTHLY
SPECIAL TAX COUNSEL FEE APPLICATION
FOR THE PERIOD FEBRUARY 1, 2007 THROUGH FEBRUARY 28, 2007**

² The debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester new Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Koontenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

555 Eleventh Street, N.W., Suite 1000
 Washington, D.C. 20004-1304
 Tel: (202) 637-2200 Fax: (202) 637-2201
 www.lw.com

LATHAM & WATKINS^{LLP}

INVOICE

February 28, 2007

W.R. GRACE & CO.
 5400 BROKEN SOUND BLVD. NW
 BOCA RATON, FL 33487

Tax identification No: 95-2018373

Please remit payment to:
 Latham & Watkins LLP
 P.O. Box 7247-8202
 Philadelphia, PA 19170

For questions call:
 Edith Parker at (202) 350-5039

Please identify your check with the following number:
 Invoice No. 70303613
 File No. 042362-0000

For professional services rendered through February 28, 2007
 re: **FEDERAL TAX GENERAL PLANNING**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/01/07	NJD	.30	REVIEW OF DEBT/EQUITY ISSUES; COST SHARING AGREEMENT STRUCTURE; EMAIL E. FILON REGARDING SUMMARY
02/01/07	PBW	4.20	REVIEW FOREIGN TAX CREDIT CALCULATION; RESEARCH RELATED TO SAME; TELECONFERENCES AND CORRESPONDENCE WITH N. DENOVIO ON SAME
02/02/07	NJD	.30	COST SHARING AGREEMENT ISSUES
02/02/07	PBW	.10	REVIEW CORRESPONDENCE REGARDING GERMAN PLANNING; CORRESPONDENCE WITH N. DENOVIO ON SAME
02/11/07	NJD	2.80	DRAFTING OF MEMORANDUM TO E. FILON; REVIEW DEBT/EQUITY, PREPAID ROYALTY AND SECTION 482 ISSUES
02/12/07	NJD	2.00	REVIEW DEBT/EQUITY CASE LAW; REGULATIONS UNDER SECTION 482 REGARDING POTENTIAL COST SHARING AGREEMENT BETWEEN GRACE-CONN. AND GRACE GERMANY; REVIEW SECOND CIRCUIT OPINION IN KRAFT CASE REGARDING SUBSIDIARY DISTRIBUTION OF INTERCOMPANY NOTES; INITIAL DRAFT OF MEMORANDUM TO E. FILON
02/12/07	PBW	1.70	BEGIN REVIEW AND REVISION OF MEMORANDUM REGARDING FINANCING AND INTELLECTUAL PROPERTY TAX MATTERS RELATING TO GERMAN OPERATIONS; TELECONFERENCE AND CORRESPONDENCE WITH N. DENOVIO AND D.

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 70303613

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
02/12/07	ECA	1.80	RAAB ON SAME PREPARE SEPTEMBER, OCTOBER AND NOVEMBER FEE STATEMENTS; CORRESPOND WITH N. DENOVIIO REGARDING SAME.
02/13/07	NJD	3.50	REVIEW AND REVISE MEMORANDUM TO E. FILON REGARDING VARIOUS ISSUES; REVIEW MULTIPLE AUTHORITIES REGARDING DEBT/EQUITY; CONFERENCE CALL WITH E. FILON, D. POOLE AND A. GIBBONS
02/13/07	DSR	.50	CONFERENCE WITH B. WHEELER; REVIEWED CORRESPONDENCE FROM B. WHEELER
02/13/07	PBW	3.20	COMPLETE REVIEW AND REVISION OF MEMORANDUM REGARDING FINANCING AND INTELLECTUAL PROPERTY TAX MATTERS RELATING TO GERMAN OPERATIONS; RESEARCH RELATED TO SAME; TELECONFERENCE AND CORRESPONDENCE WITH N. DENOVIO AND D. RAAB ON SAME

Attorney Hours:

N J DENOVIO	(PARTNER, SR.)	8.90 hrs @	\$775.00 /hr.	\$6,897.50
D S RAAB	(PARTNER)	.50 hrs @	\$895.00 /hr.	\$ 447.50
P B WHEELER	(ASSOCIATE)	9.20 hrs @	\$425.00 /hr.	\$3,910.00

Paralegal Hours:

E C ARNOLD	(PARALEGAL)	<u>1.80 hrs @</u>	\$235.00 /hr.	\$ 423.00
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Total Services	20.4 hrs			\$11,678.00
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Other charges:

PHOTOCOPYING	<u>3.57</u>			
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Total other charges				<u>3.57</u>
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Total current charges				<u>11,681.57</u>
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BALANCE DUE				<u>11,681.57</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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